

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of )  
)  
**Interstate 35 Telephone Company** )  
**Southwest Telephone Exchange, Inc.** )  
Assignors ) WC Docket No. \_\_\_\_\_  
)  
**FMTC-I35, Inc.** )  
Assignee )  
)  
For Assignment of the Wireline Telecommunications Service )  
Assets of Interstate 35 Telephone Company and Southwest )  
Telephone Exchange, Inc., which provide interstate interexchange )  
and exchange access services in Iowa pursuant to blanket domestic )  
Section 214 authorizations )

TO: Wireline Competition Bureau

**APPLICATION FOR STREAMLINED ASSIGNMENT  
OF DOMESTIC BLANKET SECTION 214 AUTHORIZATIONS**

Interstate 35 Telephone Company (“Interstate 35”; FRN: 0003-7481-83), Southwest Telephone Exchange, Inc. (“Southwest”; FRN: 0003-7491-40), and FMTC-I35, Inc. (“FMTC”; FRN: 0015-5555-50) hereby request Commission authorization for the assignment of the wireline telecommunications assets of Interstate 35 and Southwest (including their blanket domestic Section 214 authorizations) to FMTC, and the continuation of the interstate interexchange and exchange access services provided in the Iowa study areas of Interstate 35 and Southwest by FMTC pursuant to the assigned domestic Section 214 authorizations.

Interstate 35 is an Iowa corporation that provides local exchange service and exchange access service as an incumbent local exchange carrier (“ILEC”) in a single Iowa study area (Study Area Code 351209) that encompasses the Truro, St. Charles and St. Marys exchanges in Madison, Warren and Clark Counties in south central Iowa. Interstate 35 also provides the

following telecommunications and non-telecommunications services in the Truro, St. Charles and St. Marys exchange areas with the wireline assets being assigned to FMTC: (a) resold interstate and intrastate long distance toll services; (b) broadband Internet access services; and (c) resold Internet protocol television (“IPTV”) services. Interstate 35 has wireless telecommunications assets and interests that are not included in the present transaction.

Southwest is an Iowa corporation, and wholly-owned subsidiary of Interstate 35, that provides local exchange service and exchange access service as an ILEC in a single Iowa study area (Study Area Code 351301) that encompasses the Emerson, Henderson and Imogene exchanges in Mills, Fremont, Montgomery, Pottawattamie and Page Counties in the southwestern corner of Iowa. Southwest also provides the following telecommunications and non-telecommunications services in the Emerson, Henderson and Imogene exchange areas with the wireline assets being assigned to FMTC: (a) resold interstate and intrastate long distance toll services; (b) broadband Internet access services; and (c) resold Internet protocol television (“IPTV”) services. Southwest has wireless telecommunications assets and interests that are not included in the present transaction.

FMTC (formerly FMTC Voice Services, Inc.) is an Iowa corporation and wholly-owned subsidiary of Farmers Mutual Telephone Company (“Farmers Mutual). FMTC currently has no active business operations, but will receive and operate the wireline assets of Interstate 35 and Southwest and, as their successor and assignee, will continue to provide local exchange services and exchange access services as an ILEC in their existing, separate Iowa study areas (plus the associated resold interstate and intrastate long distance toll services, broadband Internet access services, and resold IPTV services).

Farmers Mutual, an Iowa corporation, and Farmers Telephone Company (“Farmers Telephone”), an Iowa corporation and wholly-owned subsidiary of Farmers Mutual, provide local exchange service and exchange access service as ILECs under the name of OmniTel Communications (“OmniTel”). Farmers Mutual serves the Nora Springs, Floyd, Rudd and Rockford exchanges in Floyd County in northeastern Iowa in a single Iowa study area (Study Area Code 351172). Farmers Telephone serves the Little Cedar, New Haven, Riceville and Plymouth, Rock Falls and McIntyre exchanges in Mitchell, Howard and Cerro Gordo Counties in northeastern Iowa in a single Iowa study area (Study Area Code 351177). In addition, OmniTel Communications, Inc., an Iowa corporation and wholly-owned subsidiary of Farmers Mutual, provides local exchange service and exchange access service as a competitive local exchange carrier (“CLEC”) serving the Stacyville, St. Ansgar, Marble Rock and Greene exchanges in Mitchell, Floyd and Butler Counties in northeastern Iowa (Study Area Code 359011). Altogether, the OmniTel organization provides local exchange telephone service to fourteen exchanges in Floyd, Mitchell, Howard, Cerro Gordo and Butler Counties in northeastern Iowa.

The proposed transaction is a sale of substantially all of the wireline assets of Interstate 35 and Southwest that are used to provide local and long distance telecommunications services, broadband Internet access and IPTV services. There are also certain other non-controlling equity interests, patronage rights, satellite service resale agreements, and customer equipment interests included in the transaction. Interstate 35 and its affiliates are retaining their wireless interests and assets.

The proposed transaction qualifies for streamlined processing pursuant to Sections 63.03(b)(1)(iii) and 63.03(b)(2)(iii) of the Commission’s Rules because: (a) the proposed

transaction involves only the transfer of the local exchange assets of an ILEC by means other than an acquisition of corporate control; and (b) the proposed transaction will result in the OmniTel organization having a market share in the interstate, interexchange market of well less than 10 percent, and the applicants are incumbent independent local exchange carriers that have, in combination, fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide, and no overlapping or adjacent service areas.

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, the Applicants submit the following information:

**(1) Name, address and telephone number of each applicant:**

**Assignors:**

Interstate 35 Telephone Company  
 Southwest Telephone Exchange, Inc.  
 105 West Street (P.O. Box 229)  
 Truro, Iowa 50257-0229  
 Telephone: (641) 765-4201  
 Facsimile: (641) 765-4204

**Assignee:**

FMTC-I35, Inc.  
 608 East Congress (P.O. Box 518)  
 Nora Springs, Iowa 50458-0518  
 Telephone: (641) 749-2531  
 Facsimile: (641) 749-9510

**(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized:**

Interstate 35 Telephone Company is an Iowa corporation.

Southwest Telephone Exchange, Inc. is an Iowa corporation.

FMTC-I35, Inc. is an Iowa corporation.

**(3) Name, title, post office address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:**

**For Assignors:**

Pat McGowan, Vice President of Operations  
 Interstate 35 Telephone Company  
 Southwest Telephone Exchange, Inc.  
 105 West Street (P.O. Box 229)  
 Truro, Iowa 50257-0229  
 Telephone: (641) 765-4201  
 Facsimile: (641) 765-4204

**For Assignee:**

Josh Hveem, Chief Operating Officer  
 FMTC-I35, Inc.  
 608 East Congress (P.O. Box 518)  
 Nora Springs, Iowa 50458-0518  
 Telephone: (641) 749-2531  
 Facsimile: (641) 749-9510

With a copy to Counsel:

Gerard J. Duffy  
 Blooston, Mordkofsky, Dickens, Duffy & Prendergast, LLP  
 2120 L Street, N.W. (Suite 300)  
 Washington, D.C. 20037  
 Telephone: (202) 659-0830  
 Facsimile: (202) 828-5568

**(4) Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:**

**Southwest Telephone Exchange, Inc. (Assignor)**

The name, address, citizenship and principal business of the sole entity that owns at least ten (10) percent of the equity and voting power of Southwest Telephone Exchange, Inc. both before and after the proposed transaction are:

<u>Name &amp; Address</u>	%	<u>Voting &amp; Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Interstate 35 Telephone Company 105 West Street Truro, IA 50257	100.00%		Iowa Corporation	Telecommunications

**Interstate 35 Telephone Company (Assignor)**

The names, addresses, citizenship and principal businesses of the only entities that own at least ten percent (10.0%) of the equity and voting power of Interstate 35 Telephone Company both before and after completion of the proposed transaction are:

<u>Name &amp; Address</u>	<u>% Equity/Voting</u>	<u>Citizenship</u>	<u>Principal Business</u>
Robert Mauer 105 West Street Truro, IA 50257	35.0%	U.S.A.	Telecommunications
Virginia Mauer Cox 105 West Street Truro, IA 50257	30.0%	U.S.A.	Telecommunications
Valerie Weis 105 West Street Truro, IA 50257	30.0%	U.S.A.	Telecommunications

Robert Mauer, Virginia Mauer Cox and Valerie Weis are brother and sisters, and are all U.S. citizens. All other directors, officers and key management personnel of Interstate 35 and Southwest are U.S. citizens.

No other individual or entity directly or indirectly owns an interest of ten (10) percent or more of the equity and voting power of Southwest Telephone Exchange, Inc. or Interstate 35 Telephone Company before or after the proposed transaction.

**FMTC-I35, Inc. (Assignee)**

The name, address, citizenship and principal business of the sole entity that owns at least ten percent (10.0%) of the equity and voting power of FMTC-I35, Inc. both before and after completion of the proposed transaction are:

<u>Name &amp; Address</u>	<u>% Voting &amp; Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Farmers Mutual Telephone Company 608 East Congress Nora Springs, IA 50458	100.00%	Iowa Corporation	Telecommunications

**Farmers Mutual Telephone Company**

Farmers Mutual Telephone Company currently has approximately 310 shareholders that own its single class of stock (1203 total shares outstanding). No individual shareholder can directly or indirectly own or control more than 10 shares (0.67%) of the company. Hence, no

entity owns or will own ten percent (10.0%) or more of the equity and voting power of Farmers Mutual Telephone Company before or after completion of the proposed transaction. All directors, officers and key management personnel of FMTC and Farmers Mutual are U.S. citizens.

No other individual or entity will directly or indirectly own or control an interest of ten (10) percent of the equity and/or voting power of FMTC-I35, Inc. or Farmers Mutual Telephone Company before or after the proposed transaction.

**(5) Certification pursuant to 47 C.F.R. §§1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.**

Interstate 35, Southwest and FMTC hereby certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

**(6) Description of the transaction:**

The proposed transaction is a sale of substantially all of the wireline assets of Interstate 35 and Southwest that are used to provide local and long distance telecommunications services, broadband Internet access and IPTV services. The Interstate 35 wireline assets will be transferred to, and operated by, FMTC, which will continue to provide local exchange service and exchange access service as an ILEC in Study Area Code 351209's Truro, St. Charles and St. Marys exchanges (as well as resold long distance toll services, broadband Internet access services and resold IPTV services) as the successor and assign of Interstate 35. FMTC will continue to maintain the Interstate 35 study area distinct from the Southwest study area, and will maintain separate books of accounts. The Interstate 35 study area is currently a rate-of-return study area and will continue under rate-of-return regulation. The Southwest wireline assets will also be transferred to, and operated by, FMTC, which will continue to provide local exchange service and exchange access service as an ILEC in Study Area Code 351301's Emerson, Henderson and Imogene exchanges (as well as resold long distance toll services, broadband Internet access services and resold IPTV services) as the successor and assign of Southwest. FMTC will continue to maintain the Southwest study area distinct from the Interstate 35 study area, and will maintain separate books of accounts. The Southwest study area is currently an average schedule study area and will continue under average schedule regulation. There are certain other non-controlling equity interests, patronage rights, satellite service resale agreements, and customer equipment interests included in the transaction. Interstate 35 and its affiliates are retaining their wireless interests and assets.

**(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:**

**Areas and Services of Interstate 35, Southwest and Affiliates.**

Interstate 35 is an ILEC that provides local exchange telephone service and exchange access service in a single Iowa study area (Study Area Code 351209) that encompasses three exchanges (Truro, St. Charles and St. Marys) in Madison, Warren and Clark Counties in rural south central Iowa (approximately 1,008 access lines). Its local exchange service offerings include custom calling features such as voice mail, call forwarding, call waiting, caller identification, speed dial and three-way calling. Interstate 35 also resells intrastate and interstate long distance toll services, and offers broadband Internet access and resold IPTV services, within its local exchange service areas.

Southwest, a wholly-owned subsidiary of Interstate 35, is an ILEC that provides local exchange telephone service and exchange access in a single Iowa study area (Study Area Code 351301) that encompasses three exchanges (Emerson, Imogene and Henderson) in Mills, Fremont, Montgomery and Pottawattamie and Page Counties in rural southwestern Iowa (approximately 462 access lines). Its local exchange service offerings include custom calling features such as voice mail, call forwarding, call waiting, caller identification, speed dial and three-way calling. Southwest also resells intrastate and interstate long distance toll services, and offers broadband Internet access and resold IPTV services, within its local exchange service areas.

Interstate 35 owns a 0.73 percent voting stock interest in Iowa Network Services, Inc., an Iowa corporation that provides centralized equal access and transport services within the state of Iowa. This asset is included within the proposed transaction.

Southwest owns a 0.57 percent voting stock interest in Iowa Network Services, Inc., an Iowa corporation that provides centralized equal access and transport services within the state of Iowa. This asset is included within the proposed transaction.

The following assets and activities of Interstate 35 and Southwest affiliates are NOT included in the proposed transaction.

Interstate Enterprises, Ltd. ("Interstate Enterprises"), an Iowa corporation and wholly-owned subsidiary of Interstate 35, owns a 50.0 percent interest in Cellular 35, Inc., an Iowa corporation, which is the general partner and holder of a 1.09184 percent general partner interest in Iowa RSA 2 Limited Partnership d/b/a Chat Mobility ("RSA 2"). RSA 2 is an Iowa limited partnership whose interests include: (a) the license of Cellular Radio Service Station KNKN492, which serves Iowa Rural Service Area 2 (Union); (b) the licenses of Common Carrier Point-to-Point Microwave Stations WQVI238 and WQVI240; and (c) the lease of the portion of 700 MHz Upper Band Station WQJQ691 that serves parts of the Des

Moines-Quad City, Iowa market. Interstate Enterprises also owns a 27.02317 percent limited partnership interest in RSA 2.

Interstate Enterprises owns a 50.0 percent ownership interest in Southern Iowa 700, L.L.C., a Missouri limited liability company that is the licensee of: (a) 700 MHz Lower Band Station WQFA498 in a submarket of Iowa RSA 2 (Union), and (b) 3650-3700 MHz Band Nationwide, Non-Exclusive Station WQIP654.

Interstate Enterprises holds a 11.11 percent ownership interest in Cellular 29, Ltd, an Iowa corporation that is the general partner of and holder of a 1.0 percent general partner interest in RSA 1 Limited Partnership dba Chat Mobility ("RSA 1"), an Iowa limited partnership. RSA 1 interests include the licenses of: (a) Cellular Radio Service Station KNKN649, which serves Iowa Rural Service Area 1 (Mills); (b) Broadband PCS Station WPTK838, which serves a submarket of the Omaha, Nebraska Basic Trading Area; (c) Broadband PCS Station WPXA563, which serves a submarket of the Omaha, Nebraska Basic Trading Area; (d) 700 MHz Lower Band Stations WPWV306, WQFA497 and WQFA882 which serve submarkets of Iowa RSA 1 (Mills). Interstate Enterprises also owns a 11.13750 percent limited partnership interest in RSA 1.

Interstate Enterprises also owns a 4.454545 percent ownership interest in RSA 7 Investment Fund LLC (RSA 7 Investment), an Iowa limited liability company. RSA 7 Investment owns a 49.00 percent limited partner interest in RSA 7 Limited Partnership ("RSA 7"), an Iowa limited partnership. RSA 7 is the licensee of Cellular Radio Service Station KNKN611, which serves Iowa Rural Service Area 7 (Audubon).

Interstate 35 and Southwest have no other subsidiaries or affiliates that offer telecommunications services.

### **Areas and Services of Farmers Mutual and Affiliates**

Farmers Mutual is an ILEC that provides local exchange telephone service and exchange access service in a single Iowa study area (Study Area Code 351172) that encompasses four exchanges (the Nora Springs, Floyd, Rudd and Rockford exchanges) in Floyd County in rural northeastern Iowa (approximately 1,525 access lines).

Farmers Telephone, a wholly-owned subsidiary of Farmers Mutual, is an ILEC that provides local exchange telephone service and exchange access service in a single Iowa study area (Study Area Code 351177) that encompasses six exchanges (the Little Cedar, New Haven, Riceville, Plymouth, Rock Falls and McIntyre exchanges in Mitchell, Howard and Cerro Gordo Counties in rural northeastern Iowa (approximately 1,130 access lines).

OmniTel Communications, Inc., an Iowa corporation and wholly-owned subsidiary of Farmers Mutual, is a CLEC that provides local exchange service and exchange access service in a single Iowa study area (Study Area Code 359011) that encompasses four exchanges (the Stacyville, St. Ansgar, Marble Rock and Greene exchanges) in Mitchell, Floyd and Butler Counties in rural northeastern Iowa.

In addition to local exchange telephone service and exchange access service, the Farmers Mutual companies provide custom calling features (such as voice mail, call forwarding, call waiting, caller identification, three-way calling, distinctive ring, call acceptance and rejection, toll deny, and number blocking), resold intrastate and interstate long distance toll services, videoconferencing, cable television services, and Internet access services (dial-up and high speed) within their local exchange service areas.

FMTC, a wholly-owned subsidiary of Farmers Mutual, is presently inactive, but will become an ILEC upon completion of the proposed transactions and its acquisition of the wireline telecommunications assets of Interstate 35 and Southwest.

Farmers Mutual owns a non-controlling 21.52 percent interest in Alpine Communications L.C. ("Alpine"), an Iowa corporation, which is an independent local exchange carrier that provides local exchange telephone service and exchange access to seven exchanges (Elgin, Elkader, Garber, Garnavillo, Guttenberg, Marquette and McGregor) in Fayette and Clayton Counties in northeastern Iowa. Alpine serves a total of approximately 4,600 access lines in these Iowa exchanges.

Farmers Mutual owns 100.0% of FMTC Wireless, Inc., which is the licensee of Broadband PCS Stations WPOM492 and WPOM493, which provide PCS services in north central Iowa in partitioned submarkets of the Des Moines–Quad Cities Major Trading Area (MTA 032).

Farmers Mutual holds a non-controlling 33.33% interest in FWC Communications Inc., an Iowa corporation, which is the licensee of Broadband PCS Station WPSF616, which provides PCS services in north central Iowa in partitioned submarkets of the Des Moines–Quad Cities Major Trading Area (MTA 032).

Farmers Mutual holds a non-controlling 2.118% interest in Hilbert Communications, LLC, a Wisconsin limited liability company that is a regional provider of telecommunications products and services to residential and commercial customers in the upper Midwest.

Farmers Mutual is an authorized dealer for the cellular services of I-Wireless, a T-Mobile affiliate, in the Nora Springs, Iowa area.

Farmers Mutual has no other subsidiaries or affiliates that offer telecommunications services.

**(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:**

This application qualifies for streamlined processing pursuant to Sections 63.03(b)(1)(iii) and 63.03(b)(2)(iii) of the Commission's Rules because: (a) the proposed transaction involves the transfer of the local exchange assets of an ILEC by means other than an acquisition of corporate control; and (b) the proposed transaction will result in the assignee organization having a market share in the interstate, interexchange market of well less than 10 percent, and the applicants are incumbent independent local exchange carriers: (a) that have, in

combination, fewer than 7,500 access lines which constitute far less than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide; and (b) that have no overlapping or adjacent service areas.

**(9) Identification of all other Commission applications related to the same transaction:**

Applicants will also be filing an application for assignment of the International Section 214 Authorization for Global Resale held by Interstate 35 Telephone Company (File No. ITC-214-20160112-00016, granted January 29, 2016).

**(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:**

No party to the transaction is facing imminent business failure at this time. Therefore, the Applicants are not requesting special consideration because a party to the transaction is facing imminent business failure.

**(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:**

No separately filed waivers or waiver requests are being sought in conjunction with the proposed transaction. Assignee FMTC is a successor and assign of both Interstate 35 and Southwest, and qualifies as an ILEC pursuant to Section 251(h)(1)(B)(ii) of the Communications Act, 47 U.S.C. §251(h)(1)(B)(ii). FMTC is acquiring the entire existing Iowa study areas of both Interstate 35 (Study Area Code 351209) and Southwest (Study Area Code 351301) and will continue to operate them as separate study areas; hence no study area waivers or Part 51 CAF-ICC waivers are required. Finally, FMTC is taking over the entire study area and telecommunications service operations of Southwest, an average schedule carrier, as a successor and assign such that no waiver of the Rule 69.605(c) definition of average schedule company appears to be required.

**(12) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:**

The proposed transaction entails the acquisition of all of the wireline telecommunications assets and operations of Interstate 35 and Southwest by FMTC, a subsidiary of the Farmers Mutual organization that has long operated telecommunications networks in the same state of Iowa. The Farmers Mutual organization has a long and proven record of investing in rural networks and communities, and of providing high-quality, state-of-the-art voice, data and video services at affordable rates to its rural service areas. The proposed transaction will ensure that the rural Iowa customers of Interstate 35 and Southwest will continue to receive high-quality, state-of-the-art voice, data and video services at affordable rates during the foreseeable future.

Conclusion

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the assignment of the wireline telecommunications assets of Interstate 35 Telephone Company and Southwest Telephone Exchange, Inc. to FMTC-I35, Inc., and the continuation by FMTC-I35, Inc. of the interstate interexchange and exchange access services provided by Interstate 35 Telephone Company and Southwest Telephone Exchange, Inc. in their respective study areas pursuant to the subject blanket domestic Section 214 authorizations being assigned.

Interstate 35 Telephone Company; Southwest Telephone Exchange, Inc.; and FMTC-I35, Inc. reiterate that they certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Respectfully submitted,

**INTERSTATE 35 TELEPHONE  
COMPANY**

By: Pat McGowan  
Pat McGowan, Vice President of Operations

Date: December 12, 2016

**FMTC-I35, INC**

By: \_\_\_\_\_  
Josh Hveem, Chief Operating Officer

Date: \_\_\_\_\_

**SOUTHWEST TELEPHONE EXCHANGE,  
INC.**

By: Pat McGowan  
Pat McGowan, Vice President of Operations

Date: December 12, 2016

Conclusion

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the assignment of the wireline telecommunications assets of Interstate 35 Telephone Company and Southwest Telephone Exchange, Inc. to FMTC-I35, Inc., and the continuation by FMTC-I35, Inc. of the interstate interexchange and exchange access services provided by Interstate 35 Telephone Company and Southwest Telephone Exchange, Inc. in their respective study areas pursuant to the subject blanket domestic Section 214 authorizations being assigned.

Interstate 35 Telephone Company; Southwest Telephone Exchange, Inc.; and FMTC-I35, Inc. reiterate that they certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

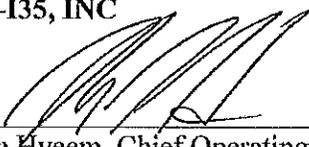
Respectfully submitted,

**INTERSTATE 35 TELEPHONE  
COMPANY**

By: \_\_\_\_\_  
Pat McGowan, Vice President of Operations

Date: \_\_\_\_\_

**FMTC-I35, INC**

By:  \_\_\_\_\_  
Josh Aweem, Chief Operating Officer

Date: 12-12-16

**SOUTHWEST TELEPHONE EXCHANGE,  
INC.**

By: \_\_\_\_\_  
Pat McGowan, Vice President of Operations

Date: \_\_\_\_\_